

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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|---|---|--------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| W. R. GRACE & CO., et al., ¹ |) | Case No. 01-01139 (JKF) |
| |) | Jointly Administered |
| Debtors. |) | |
| |) | Re: Docket No. 14376 |
| |) | February 26, 2007 Agenda No. 7 |

**CERTIFICATION OF COUNSEL ON ORDER AUTHORIZING THE DEBTORS TO
MAKE LEGALLY REQUIRED MINIMUM CONTRIBUTIONS TO DEFINED
BENEFIT PENSION PLANS COVERING DEBTORS' EMPLOYEES, DUE APRIL 2007**

1. On January 22, 2007, the Debtors filed their Motion for Entry of an Order Authorizing Debtors to Make Legally Required Minimum Contributions to Defined Benefit Pension Plans Covering Debtors' Employees, Due April 2007 (the "Pension Motion"). In conjunction with the Pension Motion, the Debtors submitted a draft order.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch Nest Coal Company, H-G Coal Company.

2. Prior to the hearing on the Pension Motion set for February 26, 2007, the attorneys for the Future Claimants' Representatives, the Official Committee of Property Damage Claimants, the Official Committee of Personal Injury Claimants and the Official Committee of Unsecured Creditors' (collectively, the "Committees") contacted the Debtors. The Debtors and the Committees have reached an agreement for entry of the attached revised order granting the Pension Motion, as modified (the "Order").

3. Pursuant to the attached Order, the Debtors are permitted to make the April 2007 Contributions.²

4. The Debtors and the Committees have also agreed that the Debtors will:

- (i) cooperate with the Committees with respect to providing them (as well as other official committees in these cases) with additional information regarding the Debtors' pension and benefit plans and with access to knowledgeable personnel of the Debtors and the Debtors' actuarial professionals; (ii) provide the Committees with copies of the 2007 actuarial valuation report for the Plans (the "Actuarial Valuation Report") and all other studies and reports provided to the Debtors with respect to the Plans when completed; (iii) provide the Committees with access to knowledgeable personnel of the Debtors and the Debtors' actuarial professionals regarding the Actuarial Valuation Report; and (iv) consult with all of the official committees regarding alternatives in advance of filing any motion seeking authority to fund any pension payments coming due after April 2007.

² All capitalized terms herein shall have the same meaning as those defined in the Pension Motion.


5. As a result, the Debtors request entry of the attached revised Order.

Dated: February 15, 2007

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Debtors-In-Possession

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**ORDER AUTHORIZING THE DEBTORS TO MAKE LEGALLY
REQUIRED MINIMUM CONTRIBUTIONS TO DEFINED BENEFIT
PENSION PLANS COVERING THE DEBTORS' EMPLOYEES, DUE APRIL 2007**

Upon consideration of the Motion² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for an order authorizing the Debtors to make legally required minimum contributions to defined benefit pension plans covering the Debtors' employees required to be made on or prior to April 15, 2007; and finding that the relief

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² Capitalized terms not otherwise defined herein have the meanings given in the Motion.

requested, as modified by agreement of the parties, is in the best interest of the Debtors' estates, their creditors and other parties-in-interest; and finding that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and sufficient notice of the Motion and the opportunity for a hearing on the motion was appropriate under the particular circumstances and that no other and further notice need be given; and finding that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157; and finding that venue of this proceeding and the Motion is properly in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and after due deliberation and this Court finding that due cause appears therefore;

IT IS HEREBY ORDERED THAT:

1. The Motion, as modified by agreement of the parties, is granted.
2. The Debtors are authorized to make the April 2007 Contributions to the Grace Retirement Plans on or prior to April 15, 2007.
3. The Debtors are authorized and empowered to take all actions as may be necessary or appropriate to effect the intent of this Order and execute all documents related thereto.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
5. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: _____, 2007

United States Bankruptcy Judge